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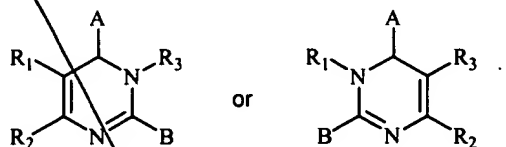
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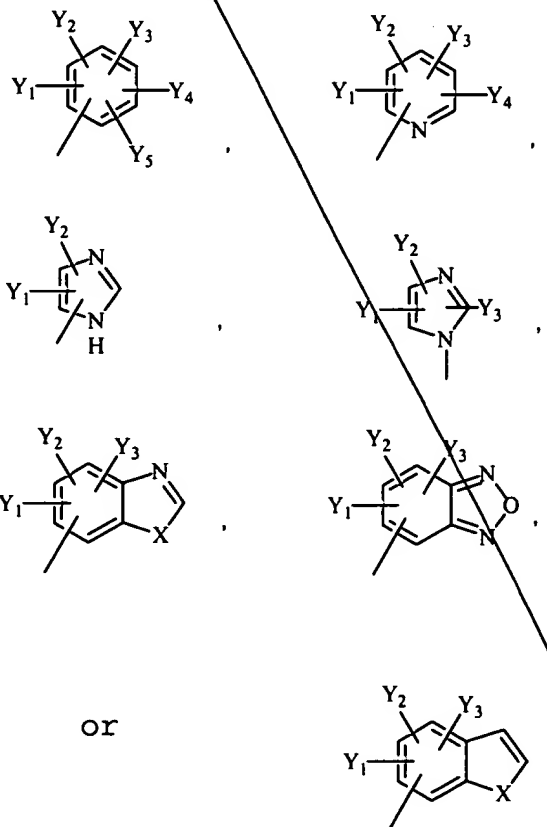
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In the Claims:

--13. (Amended) A compound having the structure



wherein A is



wherein each of Y₁, Y₂, Y₃, Y₄ and Y₅ is independently -H;
straight chained or branched C₁-C₇ alkyl, monofluoroalkyl or
polyfluoroalkyl; straight chained or branched C₂-C₇ alkenyl

B¹
C¹
cont

or alkynyl; C₃-C₇ cycloalkyl, monofluorocycloalkyl, polyfluorocycloalkyl or cycloalkenyl; -F, -Cl, -Br, or -I; -NO₂; -N₃; -CN; -OR₄, -OCOR₄, -COR₄, -CONHR₄, -CON(R₄)₂, or -COOR₄; or any two of Y₁, Y₂, Y₃, Y₄ and Y₅ present on adjacent carbon atoms can constitute a methylenedioxy group;

wherein X is S; O; or NR₄;

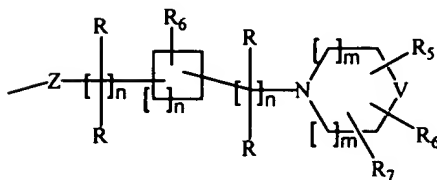
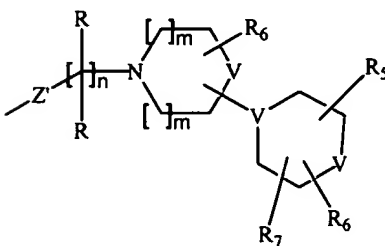
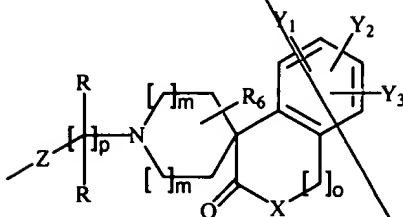
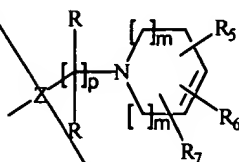
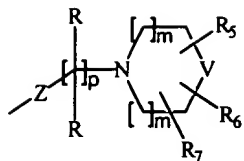
wherein B is -H; straight chained or branched C₁-C₇ alkyl, monofluoroalkyl, polyfluoroalkyl, alkoxy or thioalkyl; straight chained or branched C₂-C₇ alkenyl; -SCH₂C₆H₄OR₄, -CH₂OCH₃, -(CH₂)_nC₆H₅, -CH₂X(CH₂)_nNHR₄; -(CH₂)_nNHR₄; or -OR₄;

wherein R₁ is -H; -NO₂; -CN; straight chained or branched C₁-C₇ alkyl, monofluoroalkyl or polyfluoroalkyl; straight chained or branched C₂-C₇ alkenyl or alkynyl; C₃-C₇ cycloalkyl, monofluorocycloalkyl, polyfluorocycloalkyl or cycloalkenyl; -N(R₄)₂; -OR₄; -(CH₂)_pOR₄; -COR₄; -CO₂R₄; or -CON(R₄)₂;

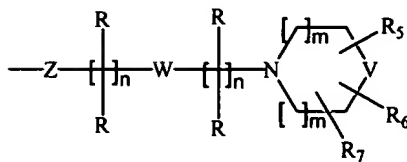
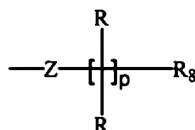
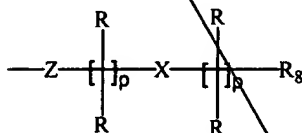
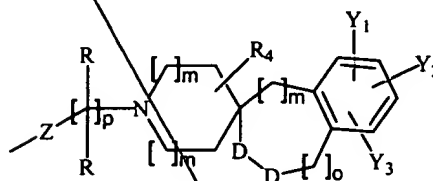
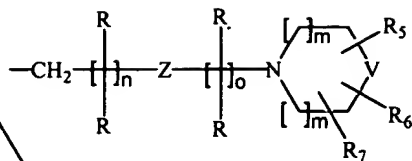
wherein R₂ is -H; straight chained or branched C₁-C₇ alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, monofluoroalkyl or polyfluoroalkyl; straight chained or branched C₂-C₇ alkenyl or alkynyl; C₃-C₇ cycloalkyl, monofluorocycloalkyl, polyfluorocycloalkyl or cycloalkenyl; C₃-C₁₀ cycloalkyl-C₁-C₁₀-alkyl, C₃-C₁₀ cycloalkyl-C₁-C₁₀-monofluoroalkyl or C₃-C₁₀ cycloalkyl-C₁-C₁₀-polyfluoroalkyl; -CN; -CH₂XR₄, -CH₂X(CH₂)_pNHR₄, -(CH₂)_nNHR₄, -CH₂X(CH₂)_pN(R₄)₂, -CH₂X(CH₂)_pN₄, or -CH₂X(CH₂)_pNHCXR₇; or -OR₄;

wherein each p is independently an integer from 1 to 7;
wherein each n is independently an integer from 0 to 5;

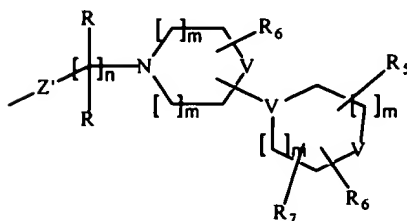
wherein R_3 is



B¹
 C¹
 cont



or



B1
C1
Cont
wherein Z is C₂-C₇ alkenyl or alkynyl; CH₂; O; CO; CO₂;
CONR₄; S; SO; SO₂; or NR₄;

wherein Z' is (CH₂)_o, CO, (CH₂)_oCO, or CO(CH₂)_o;

wherein each D is independently CH₂; O; S; NR₄; CO; or CS;

wherein W is C=O; C=NOR₄; substituted or unsubstituted phenyl, pyridyl, thiophenyl, furanyl, pyrazinyl, pyrrolyl, naphthyl, indolyl, imidazolyl, benzfurazanyl, benzfuranyl or benzimidazolyl, wherein the phenyl, pyridyl, thiophenyl, furanyl, pyrazinyl, pyrrolyl, naphthyl, indolyl, imidazolyl, benzfurazanyl, benzfuranyl or benzimidazolyl is substituted with -H, -F, -Cl, -Br, -I, -NO₂, -CN, straight chained or branched C₁-C₇ alkyl, straight chained or branched C₁-C₇ monofluoroalkyl, straight chained or branched C₁-C₇ polyfluoroalkyl, straight chained or branched C₂-C₇ alkenyl, straight chained or branched C₂-C₇ alkynyl, C₃-C₇ cycloalkyl, C₃-C₇ monofluorocycloalkyl, C₃-C₇ polyfluorocycloalkyl, C₃-C₇ cycloalkenyl, -N(R₄)₂, -OR₄, -COR₄, -CO₂R₄, or -CON(R₄)₂;

wherein each V is independently O; S; CH₂; CR₅R₇; C(R₇)₂; or NR₇;

wherein each m is independently an integer from 0 to 3;
wherein o is an integer from 1 to 3;

wherein each R is independently -H; -F; straight chained or branched C₁-C₇ alkyl, monofluoroalkyl or polyfluoroalkyl; straight chained or branched C₂-C₇ alkenyl or alkynyl; -N(R₄)₂; -NO₂; -CN; -CO₂R₄; or -OR₄;

B'
C'
cont

wherein each R_4 is independently -H; straight chained or branched C_1 - C_7 alkyl, monofluoroalkyl or polyfluoroalkyl; straight chained or branched C_2 - C_7 alkenyl or alkynyl; C_3 - C_7 cycloalkyl, monofluorocycloalkyl, polyfluorocycloalkyl or cycloalkenyl;

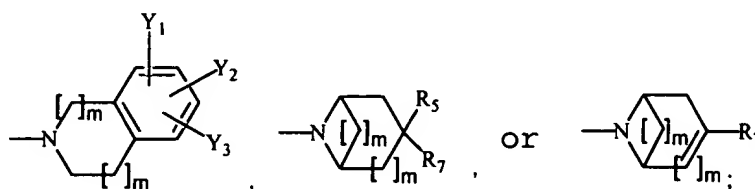
wherein R_5 and R_7 each independently may be -H; F; Cl; Br; I; $-CO_2CH_3$; -CN; $-NO_2$; straight chained or branched C_1 - C_7 alkyl, aminoalkyl, carboxamidoalkyl; straight chained or branched C_2 - C_7 alkenyl or alkynyl, C_3 - C_7 cycloalkyl or cycloalkenyl; wherein the alkyl, aminoalkyl, carboxamidoalkyl, alkenyl, alkynyl, cycloalkyl or cycloalkenyl may be substituted with one or more aryl or heteroaryl, wherein the aryl or heteroaryl may be substituted with -F; -Cl; -Br; -I; $-NO_2$; -CN; C_1 - C_3 alkyl or carboxamidoalkyl; aryl or heteroaryl, wherein the aryl or heteroaryl may be substituted with one or more -F; -Cl; -Br; -I; $-NO_2$; CN; straight chained or branched C_1 - C_7 alkyl, monofluoroalkyl or polyfluoroalkyl, straight chained or branched C_2 - C_7 alkenyl, C_2 - C_7 alkynyl; C_3 - C_7 cycloalkyl, monofluorocycloalkyl, polyfluorocycloalkyl or cycloalkenyl;

wherein each R_6 is independently -H; straight chained or branched C_1 - C_7 alkyl, hydroxyalkyl, aminoalkyl, alkoxyalkyl, monofluoroalkyl or polyfluoroalkyl; straight chained or branched C_2 - C_7 alkenyl or alkynyl; C_3 - C_7 cycloalkyl, monofluorocycloalkyl, polyfluorocycloalkyl or cycloalkenyl; or $-OR_4$; and

wherein R_8 is -H; substituted or unsubstituted benzyl, benzoyl, phenyl, pyridyl, thiophenyl, furanyl, pyrazinyl, pyrrolyl, naphthyl, indolyl, imidazolyl, benzfurazanyl, benzfuranyl, benzimidazolyl or 2-keto-1-benzimidazolinyl.

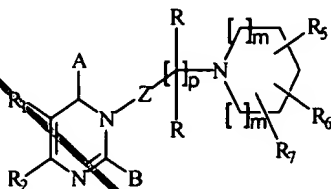
B1
C1
cont

wherein the benzyl, benzoyl, phenyl, pyridyl, thiophenyl, furanyl, pyrazinyl, pyrrolyl, naphthyl, indolyl, imidazolyl, benzfurazanyl, benzfuranyl, benzimidazolyl or 2-keto-1-benzimidazolyl is substituted with -H, -F, -Cl, -Br, -I, -NO₂, -CN, straight chained or branched C₁-C₇ alkyl, straight chained or branched C₁-C₇ monofluoroalkyl, straight chained or branched C₁-C₇ polyfluoroalkyl, straight chained or branched C₂-C₇ alkenyl, straight chained or branched C₂-C₇ alkynyl, C₃-C₇ cycloalkyl, C₃-C₇ monofluorocycloalkyl, C₃-C₇ polyfluorocycloalkyl, C₃-C₇ cycloalkenyl, -N(R₄)₂, -OR₄, -COR₄, -CO₂R₄, or -CON(R₄)₂; substituted or unsubstituted straight chained or branched C₁-C₇ alkyl, monofluoroalkyl or polyfluoroalkyl; substituted or unsubstituted straight chained or branched C₂-C₇ alkenyl or alkynyl; C₃-C₇ cycloalkyl or cycloalkenyl, wherein the alkyl, monofluoroalkyl, polyfluoroalkyl, alkenyl, alkynyl, cycloalkyl or cycloalkenyl is substituted with -H, phenyl, pyridyl, thiophenyl, furanyl, pyrazinyl, pyrrolyl, naphthyl, indolyl, imidazolyl, benzfurazanyl, benzfuranyl, benzimidazolyl, -N(R₄)₂, -NO₂, -CN, -CO₂R₄, -OR₄;

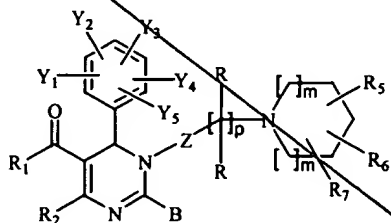


or a pharmaceutically acceptable salt thereof.--

B1 cont
B2
--16. (Amended) The compound of claim 13 having the structure:

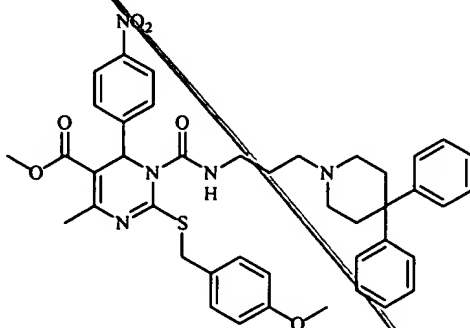


end
C2
--17. (Amended) The compound of claim 16 having the structure:



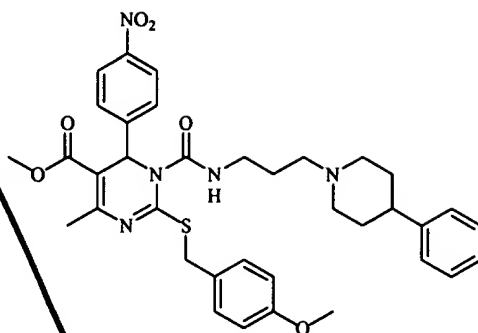
Please add new claims 53-58 as follows:

B3
B1 cont
--53. (New) The compound of claim 17, wherein the compound has the structure:

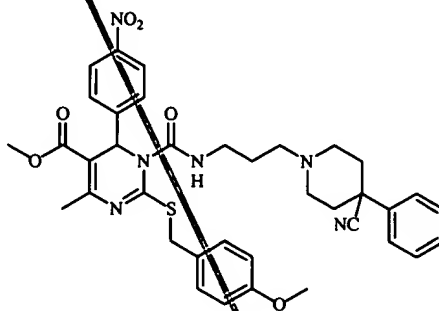


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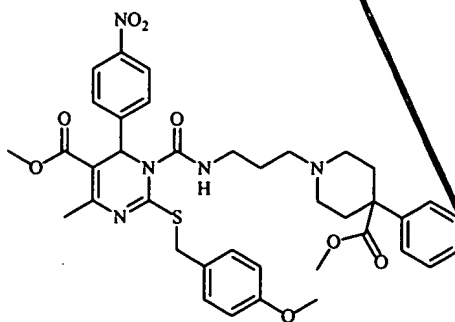
--54. (New) The compound of claim 17, wherein the compound has the structure:



--55. (New) The compound of claim 17, wherein the compound has the structure:

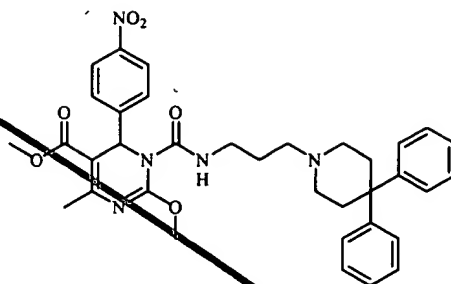


--56. (New) The compound of claim 17, wherein the compound has the structure:

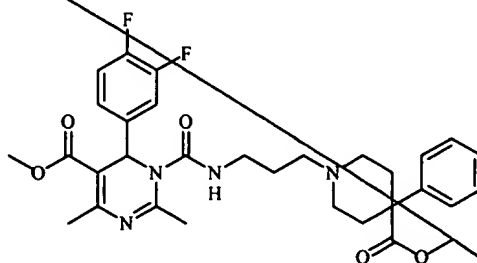


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--57. (New) The compound of claim 17, wherein the compound has the structure:



--58. (New) The compound of claims 17, wherein the compound has the structure:



A marked-up version of amended claims 13, 16 and 17 showing the changes made is attached hereto as **Exhibit 1**.

REMARKS

Claims 13-23, 25, 27-31, 41, 42 and 45 were pending in the subject application. By this Amendment, applicants have amended claims 13, 16, and 17, and added new claims 53-58. Accordingly, upon entry of this Amendment, claims 13-23, 25, 27-31, 41, 42, 45 and 53-58 as amended will be pending and under examination.